IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

In re:)	Chapter 11
NATIONAL EQUIPMENT SERVICES,)	Case No. 03-27626
INC., et al ¹ ,))	(Jointly Administered)
Debtors.)	Honorable Pamela S. Hollis
)	Omnibus Hearing Dates: July 25, 2003 at 10:00 am August 22, 2003 at 10:00 am September 19, 2003 at 10:00 an

ORDER ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT AND <u>ADMINISTRATIVE PROCEDURES</u>

Upon the Motion² of the debtors and debtors in possession (collectively, the "Debtors") seeking an order establishing certain notice, case management and administrative procedures for these Chapter 11 Cases; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(a); and it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice and the opportunity for a hearing has been given under the circumstances and that no other or further notice is necessary; and after due deliberation and sufficient cause appearing therefor; it is hereby:

ORDERED that the Motion is granted; and it is further

The Debtors are the following entities: National Equipment Services, Inc., NES Equipment Services Corporation f/k/a Falconite, Inc., Rebel Studio Rentals, Inc., NES Shoring Acquisition Inc., NES Management Service Corp., NES Partners, Inc., Falconite Rebuild Center, Inc., NES Indiana Partners, Inc., NES Companies LP, NES Equipment Rental, L.P., NES Traffic Safety, L.P.

² Capitalized terms not defined herein are as defined in the Motion.

ORDERED that the notice, case management, and administrative procedures

contained in Exhibit A attached hereto are hereby approved and shall govern all applicable

aspects of these Chapter 11 Cases; and it is further

ORDERED that the Bankruptcy Code, the Bankruptcy Rules, the Local

Bankruptcy Rules, as amended from time to time and as supplemented by any applicable General

Orders entered in this District, shall apply to these Chapter 11 Cases, except to the extent that

they conflict with the notice, case management and administrative procedures set forth in

Exhibit A attached to the Motion; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all

matters arising from or relating to the implementation of this Order; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rules

6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately

effective and enforceable upon its entry; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in

accordance with Bankruptcy Rule 9006(a).

Chicago, Illinois

Dated: July , 2003

Paméla S. Hollis

United States Bankruptcy Judge JUL - 1 2003

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Exhibit A Case Management Procedures

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

In re:) Chapter 11
NATIONAL EQUIPMENT SERVICES, INC., et al ¹ ,) Case No. 03-27626
)) (Jointly Administered)
Debtors.) Honorable Pamela S. Hollis
)

NOTICE, CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES

These Notice, Case Management and Administrative Procedures (the "Case Management Procedures") have been approved by the United States Bankruptcy Court for the Northern District of Illinois (the "Court") for the Chapter 11 Cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to the motion for entry of an order establishing certain case management and administrative procedures (the "Motion"). The Court approved the Case Management Procedures by order dated July 1, 2003, entitled, "Order Establishing Certain Notice, Case Management and Administrative Procedures (the "Order").

A copy of the Order can be viewed by: (a) accessing the Court's website at http://www.ilnb.uscourts.gov; (b) accessing the KCC Website at http://www.kccllc.net/nes; (the "KCC Website"); (c) contacting the notice and claims agent in these Chapter 11 Cases, Kurtzman Carson Consultants LLC, attn: NES, Inc. Notice Agent, 5301 Beethoven Street, Suite 102, Los Angeles, California 90066, telephone (310) 823-9000, facsimile (310)823-9133; or (d) contacting the Debtors' undersigned counsel.

You may obtain a copy of each of the documents filed with the Court in these Chapter 11 Cases (a) by accessing the Court's website at http://www.ilnb.uscourts.gov, (b) by accessing the KCC Website at http://www.kccllc.net/nes; or (c) by contacting Kurtzman Carson Consultants LLC, attn: NES, Inc. Notice Agent, 5301 Beethoven Street, Suite 102, Los Angeles, California 90066, telephone (310) 823-9000, facsimile (310)823-9133.

The Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Bankruptcy Rules for the United States District Court and the United States Bankruptcy Court for the Northern District of Illinois, as amended from time to time and as supplemented by any applicable General Orders entered in this District (the "Local Bankruptcy Rules"), shall govern all matters in these Chapter 11 Cases, except to the extent such rules conflict with or are inconsistent with the procedures set forth herein.

Terms not defined herein shall be as defined in the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

A. Omnibus Hearings

- 1. All Matters to Bc Heard The following will be considered and/or heard only at monthly omnibus hearings scheduled in advance by the Court (the "Omnibus Hearings"), unless the Court orders otherwise: all motions, pleadings, applications, and other requests for relief, all objections and responses, and replies thereto, and all other matters. All motions, pleadings, requests for relief, or other matters that purport to set a hearing on a date and/or time at which no Omnibus Hearing is set shall automatically and without court order be scheduled to be heard at the next Omnibus Hearing that is at least fourteen (14) days after the date that the Debtors' counsel actually received such motion, pleading, request for relief, or other materials. The Debtors shall send a copy of these Case Management Procedures within three (3) business days of receipt to any party who has filed such motion, pleading, request for relief, or other material.
- 2. **Emergency Hearings** Notwithstanding any procedure herein, nothing herein shall restrict an entity from requesting an emergency hearing pursuant to the Local Bankruptcy Rules.

The Debtors are the following entities: National Equipment Services, Inc., NES Equipment Services Corporation f/k/a Falconite, Inc., Rebel Studio Rentals, Inc., NES Shoring Acquisition Inc., NES Management Service Corp., NES Partners, Inc., Falconite Rebuild Center, Inc., NES Indiana Partners, Inc., NES Companies LP, NES Equipment Rental, L.P., NES Traffic Safety, L.P.

- First Two Omnibus Hearings The Court has set the following dates and times as the first two Omnibus Hearings:
 - a. 10:00 a.m. on the 25th day of July, 2003
 - b. 10:00 a.m. on the 22nd day of August, 2003
 - c. 10:00 a.m. on the 19th day of September, 2003
- 4. Future Hearings At or before the last Omnibus Hearing scheduled in Section A.3.b. above, the Debtors shall request that additional Omnibus Hearings be scheduled. All future Omnibus Hearings scheduled by the Court shall be posted on the KCC Website at http://www.kccllc.net/nes; or contacting Kurtzman Carson Consultants LLC, at (310) 823-9000 or the Clerk of the Court at (312) 435-5694 for information concerning future Omnibus Hearings that have been scheduled by the Court.

B. Requests for Service by E-mail and Facsimile

- 2002 Notice Request Notwithstanding Local Bankruptcy Rule 422, a request for service of papers pursuant to Federal Rule of Bankruptcy Procedures 2002 (each, a "2002 Notice Request") filed with the Court shall be deemed proper if and only if it: (a) provides an address at which documents filed with the Court by the Debtors may be served by e-mail (subject to Section B.3. below); (b) provides an address at which all documents filed with the Court and served by all entities may be served by (i) U.S. mail, (ii) hand delivery, (iii) overnight delivery and (iv) facsimile; (c) provides the telephone number of each entity and (d) specifies the entity's local counsel and the counsel, if any, primarily responsible for matters before the Court but not having an office within this District. A 2002 Notice Request need not be in the form of a motion accompanied by a draft order, nor must the 2002 Notice Request allege facts justifying the added expense to parties that is caused by expanding the notice list.
- 2. Filing Requests for Documents Requires E-mail Address All 2002 Notice Requests, whether already filed or filed in the future, shall automatically be deemed improper and of no effect, unless such 2002 Notice Requests comply with the procedures set forth herein (including without limitation the requirement that all 2002 Notice Requests must include an available e-mail address to receive notice (subject to the exception in paragraph B.3. below)).
- 3. Certification Opting Out of E-mail Service Any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an e-mail address and thereafter cannot receive service by e-mail must include in the 2002 Notice Request a certification to that effect (the "Certification"). The Certification shall include a statement certifying that the individual or entity (a) does not maintain an e-mail address and (b) cannot practicably obtain an e-mail address at which the individual or entity could receive service by e-mail.
- 2002 Notice List The Official Notice and Claims Agent shall be responsible for maintaining an updated list of those who have submitted a 2002 Notice Request (the "2002 List"). It is the responsibility of each entity submitting a 2002 Notice

Request to file an updated 2002 Notice Request as necessary to reflect changes of e-mail address, contact person or otherwise.

C. Filing and Notice Procedures

- 1. Procedures Established for All Court Filings All documents filed in these Chapter 11 Cases, including but not limited to all notices, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, and other documents filed in support of such papers seeking relief (collectively, the "Requests for Relief") and all objections and responses to such Requests for Relief (collectively, the "Objections," and together with the Requests for Relief and all other filed documents, the "Court Filings") shall be filed with the Court or other applicable court and served in accordance with the Notice Procedures set forth herein; provided, however, that the Notice Procedures set forth herein shall not apply to Court Filings listed in Section C.6. below.
- 2. Definition of Entities Entitled to Service All Court Filings shall be served on the Core Group, the 2002 List, and the Affected Entities (each as defined herein), according to the Notice Procedures described herein. A Court Filing is deemed not to have been properly served until served on all of the parties in the Core Group, including the Official Notice and Claims Agent (each as described herein).
 - a. Core Group The following entities shall comprise the core group of entities in these Chapter 11 Cases (collectively, the "Core Group"): (i) the Debtors; (ii) the Debtors' counsel; (iii) the Office of the United States Trustee; (iv) counsel to any official committee(s) appointed in these Chapter 11 Cases (the "Committee(s)"); (v) counsel to the agent for the Debtors' prepetition senior secured lenders debtor in possession lenders(s); and (vi) Kurtzman Carson Consultants LLC, the official notice and claims agent in these Chapter 11 Cases (the "Official Notice and Claims Agent"):

Counsel to Debtors and Debtors in Possession: Debtors: Kirkland & Ellis National Equipment Services Inc. 200 East Randolph Street 1603 Orrington Avenue Chicago, Illinois 60601 Evanston, IL Attn: James A. Stempel Attn: Michael D. Milligan (312) 861-2000 Phone: Phone: 847-733-1000 (312) 861-2200 847-733-1078 Facsimile: Facsimile: Office of the United States Trustee: Counsel to Committee: <to be included after Committee appointed and 227 West Monroe Street, Suite 3350 counsel is retained> Chicago, Illinois 60606 Attn: (312) 886-5785 Phone: Facsimile: (312) 886-5794 Official Notice and Claims Agent: Counsel to the agent for the Debtors' prepetition senior secured lenders and debtor in Kurtzman Carson Consultants LLC possession lenders: 5301 Beethoven Street Los Angeles, California 90066 Jones Day Attn: NES Inc. Notice Agent Brad B. Erens Phone: (310) 823-9000 Mark Cody Facsimile: (310) 823-9133 77 W. Wacker Drive Chicago, IL 60601 Phone: (312) 782-3939 Fax: (312) 782-8585 and Christopher L. Carson 3500 Suntrust Plaza 303 Peachtree Street Atlanta, GA 30308 Phone: (404) 521-3939 Fax: (404) 581-8330

- b. 2002 List This group shall be comprised of all entities who have filed a request for service of filings pursuant to Bankruptcy Rule 2002. An updated 2002 List can be viewed and retrieved by: (i) accessing the KCC Website at http://www.kccllc.net/nes; or (ii) by contacting Kurtzman Carson Consultants LLC, attn: NES, Inc. Notice Agent, 5301 Beethoven Street, Suite 102, Los Angeles, California 90066, telephone (310) 823-9000, facsimile (310)823-9133 or (iii) contacting the Debtors' undersigned counsel.
- c. Affected Entity This group shall be comprised of all entities with a particularized interest in the subject matter of the particular Court Filing (each, an "Affected Entity").
- 3. Notice and Service of Requests for Relief, Objections thereto, Replies thereto and Orders
 - a. **Notice of Request for Relief -** Any entity filing a Request for Relief shall file and serve a notice of such Request for Relief that complies with the procedures set forth herein.

b. Contents of Notice of Request for Relief - Each notice of Request for Relief shall conspicuously state: (i) the title of the Request for Relief; (ii) the time and date of any deadline to object thereto (which deadline shall be in accordance with Section 3.b.(1) below, (iii) the Omnibus Hearing (or other hearing as ordered by the Court) for which the Request for Relief (the "Applicable Hearing") is set to be considered by the Court; and (iv) a statement that the relief requested in the Request for Relief may be granted by the Court without a hearing if no Objection thereto is timely filed and served in accordance with these Case Management Procedures.

(1) Deadline for Objections

- (a) The deadline to file Objections to Requests for Relief (the "Objection Deadline") shall be (i) the seventh (7th) calendar day before the Applicable Hearing or (ii) otherwise as ordered by the Court.
- (b) The Objection Deadline may be extended with the consent of the entity filing the Request for Relief to a date that is no later than three (3) days before the Applicable Hearing.
- Bankruptcy Rules 402.B and 402.E.(1), and except as otherwise provided in the Bankruptcy Code and Bankruptcy Rules, the relief requested in a Request for Relief shall not be considered by the Court unless the Request for Relief is filed and served in accordance with the Case Management Procedures at least fourteen (14) calendar days prior to the Applicable Hearing, unless otherwise ordered by the Court; provided, however, that if the Request for Relief is served by U.S. mail, the Request for Relief shall not be considered by the Court unless the Request for Relief is filed and served in accordance with the Case Management Procedures at least seventeen (17) calendar days prior to the applicable hearing, unless otherwise ordered by the Court.

c. Manner of Service -

- (1) Service by All Entities All entities are authorized to serve Court Filings by U.S. mail, hand or overnight delivery, or facsimile (subject to the provisions herein).
 - (a) Service by All Entities to Core Group All entities shall serve all Requests for Relief on the Core Group by hand or overnight delivery or facsimile.
 - (b) Service by All Entities to 2002 List and Affected Entities All entities (except for the Debtors and the E-mail Serving Parties (as defined below) shall serve all Requests for Relief on the 2002 List and Affected Entities (a) by U.S. mail, hand or overnight delivery if the Request for Relief is filed and served at least twenty (20) days prior

to the Applicable Hearing Date and (b) by hand or overnight delivery if the Request for Relief is filed and served less than twenty (20) days but at least fourteen (14) days prior to the Applicable Hearing Date.

(2) Service by E-mail

- (a) Only the Debtors and the E-mail Serving Parties (as defined below) are authorized to serve documents by e-mail; <u>provided</u>, <u>however</u>, that in any case the Core Group shall be served by hand or overnight delivery, or facsimile, as appropriate.
- (b) All documents served by e-mail shall provide a link to access the entire document, including the proposed form(s) of order and any exhibits, attachments or other materials in ".pdf" format, readable by Adobe Acrobat or other equivalent document reader program commonly available without cost. E-mail service shall also include a link to the current 2002 List.
- (c) E-mail Serving Parties Members of the Core Group may request, in writing, for authorization from the Debtors for such party to scrve Court filings by e-mail; provided, however, that if the Debtors do not consent, in writing, to such party serving by e-mail or if the Debtors do not respond within twenty (20) days of such request, such party may petition the Court for authorization. Members of the Core Group may not serve Court Filings by e-mail before the party receives authority from Court or the Debtors' consent to serve by e-mail.
- (d) The Debtors and parties authorized to serve by e-mail pursuant to Section C.3.c.(2)(c) (collectively, the "E-mail Serving Parties") are authorized to serve all Court Filings by e-mail (subject to Section C.3.C.(1)(a)).
- d. Service of Requests for Relief Except as described below or as authorized by the Court, all Requests for Relief shall be served upon the Core Group and those entities on the 2002 List (collectively, the "Master Service List") and on each Affected Entity.
 - (1) Service of Requests for Relief for Which Particular Notices are Required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 4001, 6004, 6006, 6007 or 9019 All Court Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 4001, 6004, 6006, 6007 or 9019, shall be served on those entities on the Master Service List and each Affected Entity, except as modified herein and unless otherwise authorized by the Court.

- (2) Service of Requests for Relief Pursuant to 11 U.S.C. § 363(b) Notwithstanding Bankruptcy Rule 2002(a)(2), Requests for Relief related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served only on those entities on the Master Service List and each entity asserting an interest in such property; provided, however, that if the Request for Relief relates to the sale of substantially all of the Debtors' assets, the movant shall seek authority to limit notice from that which the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules require.
 - (3) Service of Other Requests for Relief Described in Bankruptcy Rule 2002 Except as set forth herein or as otherwise authorized by the Court, notice of contested matters and adversary proceedings described in Bankruptcy Rule 2002 shall be served in accordance thereof.
- e. Service of Objections By the applicable Objection Deadline, all Objections shall be filed with the Court and served upon the entity filing the Request for Relief, those entities on the Master Service List, and each Affected Entity, with such Affected Entities to be determined based on the particular Court Filing being served; provided, however, that is service of an objection is by U.S. Mail then such Objection shall be served no later than three (3) days prior to the applicable Objection Deadline; provided further, however, that if the Objection Deadline is less than the date that is seven (7) days before the Applicable Hearing, Objections shall only be served by facsimile, hand delivery or overnight mail, or for Objections that are served by E-mail Serving Parties, e-mail.
- f. Service of Replies If a Court Filing is a reply (a "Reply") to an Objection, such Reply shall be filed with the Court and served by hand or overnight delivery, facsimile, or e-mail (if served by an E-mail Serving Party) on the Core Group and each Affected Entity, in all cases by 12:00 p.m. (Central Time) on the day that is at least two days prior to the Applicable Hearing date.
- g. Service of Orders Notwithstanding Local Bankruptcy Rule 402.S, entities filing Requests for Relief shall not be required to serve copies of the order granting or denying the relief requested.

h. Granting the Request for Relief Without a Hearing

(1) Provided that the notice filed with a Request for Relief includes a statement that the Request for Relief may be granted and an order entered without a hearing unless a timely objection is made, after the Objection Deadline has passed and no Objection has been filed or served in accordance with the procedures set forth hercin, counsel to the entity who has filed the Request for Relief may file a certification indicating that no Objection has been filed or served

- on the entity who has filed the Request for Relief (the "Certificate of No Objection").
- (2) By filing a Certificate of No Objection, counsel for the movant will be representing to the Court that the movant is unaware of any Objection to the Request for Relief and that counsel has reviewed the Court's docket and no Objection appears thereon.
- (3) Upon receipt of the Certificate of No Objection, the Court may grant the Request for Relief without further pleading, hearing or request, and, once an order granting such Request for Relief is entered, no further hearing on the Request for Relief shall be held.
- (4) After a Certificate of No Objection has been filed, the Request for Relief may be heard at the next Omnibus Hearing if the Court does not grant the Request for Relief before such Omnibus Hearing.
- i. Filing Certificates of Service Notwithstanding Local Bankruptcy Rule 402.E, entities filing pleadings shall file a certificate of service as soon as practicable, but, in all events, prior to the Applicable Hearing.
- 4. Requests for Relief to Modify the Automatic Stay under Section 362 Unless the Court orders otherwise, (a) if a motion filed to lift the automatic stay of section 362 of the Bankruptcy Code (the "Lift Stay Motion") is filed more than fourteen (14) days before the next Omnibus Hearing, the date of "request" to modify the stay with respect to such Lift Stay Motion shall be the next Omnibus Hearing and (b) if a Lift Stay Motion is filed fourteen (14) or fewer days before the next Omnibus Hearing, the date of "request" to modify the stay with respect to such Lift Stay Motion shall be the Omnibus Hearing following the next Omnibus Hearing.
- 5. **Serving Adversary Pleadings** All pleadings and other Court Filings in any adversary proceeding commenced in these Chapter 11 Cases shall be served upon the Core Group, each Affected Entity, and any entities required to be served under any applicable Bankruptcy Rule or Local Bankruptcy Rule.
- 6. **Filings for Relief Not Affected by these Notice Procedures -** Unless otherwise ordered by the Court, the Case Management Procedures specifically described herein shall not supercede the requirements for notice of the matters or proceedings described in the following Bankruptcy Rules:
 - a. Bankruptcy Rule 2002(a)(1);
 - b. Bankruptcy Rule 2002(a)(3);
 - c. Bankruptcy Rule 2002(a)(4);
 - d. Bankruptcy Rule 2002(a)(5);
 - e. Bankruptcy Rule 2002(b)(1);
 - f. Bankruptcy Rule 2002(b)(2);
 - g. Bankruptcy Rule 2002(d);

- h. Bankruptcy Rule 2002(f)(1);
- i. Bankruptcy Rule 2002(f)(2);
- j. Bankruptcy Rule 2002(f)(3);
- k. Bankruptcy Rule 2002(f)(6);
- l. Bankruptcy Rule 2002(f)(7); and
- m. Bankruptcy Rule 2002(f)(8).
- 7. **Right to Request Special Notice Procedures** Nothing herein shall prejudice: (a) the right of any entity to move the Court to further limit or expand notice of contested matters and adversary proceedings upon a showing of good cause, including without limitation the right to file a motion seeking emergency ex parte relief or relief upon shortened notice; or (b) the right of any entity to request an enlargement or reduction of any time period under Bankruptcy Rules 9006(b) or 9006(c).

D. Computation of Time

8. Except as otherwise set forth in these Case Management Procedures, Bankruptcy Rule 9006 shall apply to all contested matters and adversary proceedings in these Chapter 11 Cases.

E. Hearings

- 9. **Agenda Letters** No later than forty-eight (48) hours before each Omnibus Hearing and as soon as practicable for all other hearings, the Debtors shall file with the Court a letter setting forth each matter to be heard at such hearing and the order in which such matters will be heard (the "Agenda Letter"). The Debtors shall serve the Agenda Letter on the Master Service List and each entity who has filed and served a Court Filing related to a matter to be heard at such hearing in accordance with the procedures set forth herein.
 - a. Matters Included on Agenda Letter The Agenda Letter shall include (i) only those matters for which Court Filings have been filed and served in accordance with the procedures set forth herein and (ii) matters for which requests for an emergency hearing are received by the Debtors in such time as it is practicable for the Debtors to include such matters on the Agenda Letter.
 - b. Court Filings Not Included on Agenda Letter Any Court Filing that is not included on the Agenda Letter shall not be considered by the Court, provided, however, that the Court shall determine if it will consider a request for an emergency hearing.

F. Automatic Extension of Certain Periods

10. If a Request for Relief to extend the time to take any action is filed prior to expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or an order of the Court, the time to so act shall automatically be extended until the Court considers and rules upon the

Request for Relief, without the necessity for the entry of an "interim" order extending such period until such time as the Court can consider and rule upon such Request for Relief.